

Corporation, insofar as practicable, to the purchase during the twelve-month period ending April 30 of the succeeding calendar year of shares of \$2.40 Cumulative Preferred Stock-MI in the open market or at private sale in each case as the Corporation may in its discretion deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable not to exceed, as to any shares so purchased, \$50 per share (exclusive of any brokerage commission or other similar expense payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the Corporation be required by any of the provisions hereof to purchase in any such twelve-month period more than a maximum number of shares equal to 2% of the greatest number of shares of the \$2.40 Cumulative Preferred Stock-MI at any one time outstanding prior to the commencement of such twelve-month period.

(iii) If as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out of the \$2.40 Series Purchase Fund, the Corporation of said March 1 shall send to all holders of shares of \$2.40 Cumulative Preferred Stock-MI of record as of a date within thirty days preceding said March 1 an invitation for tenders to be made on or before April 15 of shares of such stock for purchase by the Corporation at a price **of not** in excess of \$50 per share. Such tenders shall be subject to acceptance in whole or in part. The

Corporation shall on or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$50 per share) until the amount in the \$2.40 Series Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out of the \$2.40 Series purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is **equal** to 2% of the greatest number of shares of such stock outstanding at any time prior to such preceding May 1. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deems advisable.

(iv) In the **event** that any balance of the amount set aside for the \$2.40 Series Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$2.40 Cumulative Preferred Stock-MI, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to the \$2.40 Series Purchase Fund, be returned to the general funds of the Corporation free and clear of any obligation on the part of the Corporation to apply the same either as and for any \$2.40 Series Purchase Fund or otherwise to the purchase of shares of \$2.40 Cumulative Preferred Stock-MI.

(v) All shares of \$2.40 Cumulative Preferred Stock-MI

purchased through the operation of the \$2.40 Series Purchase Fund shall be retired and canceled and shall not be reissued.

(vi) So long as any shares of \$2.40 Cumulative Preferred Stock-MI remain outstanding, no dividend shall be declared or paid by the Corporation on any junior stock (other than dividends payable solely in shares of junior stock) nor shall any share of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the \$2.40 Series Purchase Fund shall have been so set aside; provided, however, that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock with funds received by the Corporation as proceeds of the sale of shares of junior stock.

(vii) Except in so far as expressly provided with respect to purchases of shares of \$2.40 Cumulative Preferred Stock-MI through operation of the \$2.40 Series Purchase Fund, nothing contained in this subdivision (h) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$2.40 Cumulative Preferred Stock-MI or other shares of stock of the Corporation.

(viii) Notwithstanding anything hereinabove in this subdivision (h) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of \$2.40 Cumulative Preferred Stock-MI which may then be unlawful for it to make.

4.60% Cumulative Preferred Stock-MI

(a) There is established a series of the class of Cumulative Preferred Stock-MI designated "4.60% Cumulative Preferred Stock-MI."

(b) Each share of the 4.60% Cumulative Preferred Stock-MI shall have the same relative rights as and be identical in all respects with all other shares of 4.60% Cumulative Preferred Stock-MI.

(c) The holders of record of the 4.60% Cumulative Preferred Stock-MI at the time outstanding shall be entitled to receive, but only when and as declared by the Board of Directors out of assets legally available for dividends, cumulative cash dividends payable on January 1, April 1, July 1 and October 1 in each year at the rate of Two and **30/100** Dollars (\$2.30) per share per annum. Dividends on each share of 4.60% Cumulative Preferred Stock-MI shall commence to accrue from the dividend payment date next preceding its issue unless such share (i) is one of the shares initially issued, in which event dividends thereon shall accrue from the date of issuance, or (ii) is issued between the date of record specified for the

determination of stockholders to whom a declared dividend on shares of the 4.60% Cumulative Preferred Stock-MI is payable and the payment date of such dividend, in which event dividends thereon shall accrue from such dividend payment date. No accumulation of dividends shall bear interest. No dividends shall be paid upon, or declared and set apart for, any shares of 4.60% Cumulative Preferred Stock-MI for any quarterly dividend period unless all cumulative dividends on the 4.60% Cumulative Preferred Stock-MI have been paid, or declared and set apart for payment, for all quarterly dividend periods elapsed prior to the dividend payment date for such proposed dividends. Cumulative dividends, ~~as~~ so determined, on all shares of 4.60% Cumulative Preferred Stock-MI shall be payable in preference to any dividends on and to any provisions for retirement of any common stock or any other stock over which the 4.60% Cumulative Preferred Stock-MI has preference as to the payment of dividends or as to distribution of assets (the common stock and any such other stock being sometimes hereinafter referred to as "**junior** stock"), and no dividend shall be paid on and no other distribution or payment shall be made on any junior stock unless and until all cumulative dividends payable on the 4.60% Cumulative Preferred Stock-MI for all elapsed quarterly dividend periods shall have been paid in full or declared and set apart for payment.

(d) In the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or payment shall be made to the holders of any

junior stock, the holders of the 4.60% Cumulative Preferred Stock-MI shall be entitled to be paid, or to have declared payable and irrevocably set aside for such payment, out of the assets of the Corporation available for such purpose, a preferential amount equal to Fifty and **50/100** Dollars (\$50.50) per share, together with, in any such case, a sum equal to unpaid accrued dividends on each share to and including the date fixed for such distribution or payment. In the event of any involuntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or payment shall be made to the holders of any junior stock, the **holders of** the 4.60% Cumulative Preferred Stock-MI shall be entitled to be paid, or to have declared payable and irrevocably set aside for such payment, out of the assets of the Corporation available for such purpose, a preferential amount equal to Fifty Dollars (\$50.00) per share, together with a sum equal to unpaid accrued dividends on each share to and **including** the date fixed for such distribution or payment; provided; **however,** that for the purposes of this paragraph (d) any liquidation, dissolution or winding up of the affairs of the Corporation resulting from the fact that the Corporation has suffered the term of **its** corporate existence to expire or terminate or has failed to renew or extend or continue the term of its corporate existence shall be deemed voluntary. If on any liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the Corporation available for such purposes are insufficient to make payment in full of the aggregate distributive preferential

amount payable to the holders of all outstanding shares of 4.60% Cumulative Preferred Stock-MI, the holders of such shares shall share ratably in the distribution of any assets available for distribution on the 4.60% Cumulative Preferred Stock-MI in proportion to the full amounts including accrued and unpaid dividends, to which they ~~would~~ otherwise be respectively entitled, before any distribution to the holders of any junior stock. After the payment in full to the holders of the 4.60% **Cumulative** Preferred Stock-MI of their distributive preferential amounts, the remaining assets and funds of the Corporation available for distribution may be distributed among the holders of junior stock and of any class or series of stock entitled to participate therewith in any such distribution according to their respective rights. The sale of all or substantially all of the property and assets of the Corporation, or the merger or consolidation of the Corporation into or with any other corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for the purpose of this paragraph (d).

(e) The Corporation, by action of its Board of Directors, **may**, at its option, redeem all or any part of ~~the 4.60%~~ Cumulative Preferred Stock-MI, at any time or from time to time, at the price of Fifty and **50/100** Dollars (\$50.50) per share, plus in each case, an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption, provided. The Corporation may apply to any such redemption or redemptions such amount or amounts out of its capital as may be

then permitted by the statutes of the State of Wisconsin. Notice of each such redemption and of the redemption date shall **be** given to the holders of record of the shares to be redeemed. Each such notice shall be given by mail and may be given in such other manner as may be prescribed by resolution of **the** Board of Directors, at least thirty (30) days and not more than ninety (90) days prior to the date fixed for such redemption. Any notice to be given by mail shall be deemed **given** when mailed to the holders of the shares of stock being redeemed of record at a date fixed by the Board of Directors within the period during which such notice shall be given as hereinabove provided, at their respective addresses as the same shall then appear upon the books of the Corporation, but in the case of notice by mail, no accidental failure to mail such notice to any one or more holders shall affect the validity of the redemption of any shares of the 4.60% Cumulative Preferred Stock-MI so to be redeemed, nor shall any omissions or inaccuracies in the names and address to which notices are mailed affect the validity or sufficiency of the notice of redemption. In case of the redemption of a part **only of** the 4.60% Cumulative Preferred Stock-MI at the time outstanding, the Corporation shall select, in such manner as the Board of Directors may determine, the shares so to be redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which, and the terms and conditions upon which the shares of the 4.60% Cumulative Preferred Stock-MI shall be redeemed from time to

time. If notice of redemption shall have **been given**, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation so as to be and continue to be available therefore, then, notwithstanding that any certificate for such shares so called for redemption shall not have been surrendered for cancellation, from and after the date fixed for redemption, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue and all rights with respect to such shares so called for redemption shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive, out of the funds so set aside the amount payable upon redemption thereof, without interest; provided, however, that the Corporation may, after giving notice of any such redemption as hereinbefore provided or after giving to the bank or trust company hereinafter referred to irrevocable authorization to give such notice, at any time prior to the redemption date specified in such notice, deposit in trust, for the account of the holders of the shares to be redeemed, all funds necessary for such redemption with a bank or trust company in good standing, organized under the laws of the United States of America or of the States of Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, Wisconsin or New York, having capital, surplus and undivided profits aggregating at least **\$5,000,000**, designated in such notice of redemption, and, upon such deposit in trust, all shares with

respect to which such deposit shall have been made shall, notwithstanding that any certificate for such shares shall not have been surrendered for cancellation, no longer be deemed to be outstanding, and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive, out ~~of~~ the funds so deposited in trust, the amount payable upon the redemption thereof, without interest, and notice of such right shall be included in the notice of redemption hereinabove provided for. The holders of any such 4.60% Cumulative Preferred Stock-MI shall not be entitled to any interest allowed by such bank or trust company on funds so deposited, but any such interest shall be paid to the Corporation.

(f) Except as otherwise required by the terms of paragraph (h) below or by the laws of the State of Wisconsin, the redemption or retirement of any shares of 4.60% Cumulative Preferred Stock-MI shall not be deemed to reduce the authorized number of shares of stock of the Corporation.

(g) Except as otherwise herein provided or required by the laws of the State of Wisconsin no share of 4.60% Cumulative Preferred Stock-MI shall be entitled to any voting rights or powers under any conditions, provided, however, that when dividends on any 4.60% Cumulative Preferred Stock-MI shall be in default in an amount equivalent to four full quarter-yearly dividends and until all such dividends in default have been paid or declared and set aside for payment, the holder of each share of 4.60% Cumulative Preferred Stock-MI shall be entitled to the

same voting powers in respect thereof as belong to the holder of each share of common stock, but upon the payment or declaration and setting apart for payment of all such dividends in default, such voting power of the 4.60% Cumulative Preferred Stock-MI shall cease, and provided further, that so long as any shares of 4.60% Cumulative Preferred Stock-MI are **outstanding** and whether or not full voting power shall at the time be vested in the holders thereof as hereinabove provided, the Corporation shall not take any action specified in clauses (i), (ii), (iii), and (iv) following without the affirmative vote in factor of the taking of such action by the holders of at least a majority of the shares of 4.60% Cumulative Preferred Stock-MI at the time outstanding, nor shall the Corporation take any action specified in clauses (ii), (iii), and (iv) foilowing if the'holders of one-third of the shares of 4.60% Cumulative Preferred Stock-MI at the time outstanding vote against the taking of such action:

(i) Adopt an amendment to its Articles if such amendment would either create any class of shares preferred as to the payment of dividends or distribution of assets over the 4.60% Cumulative Preferred Stock-MI or change the rights and preferences of the then outstanding 4.60% Cumulative Preferred Stock-MI, provided, however, that nothing in this clause (i) contained shall authorize the adoption of any amendment to the Articles by the vote of the holders of a less number of shares of 4.60% Cumulative Preferred Stock-MI or of any other class of stock or of all

classes of stock than is required for the adoption of such amendment by the laws of the State of Wisconsin at the time applicable thereto;

(ii) Issue, sell **or** otherwise dispose of any shares of 4.60% Cumulative Preferred Stock-MI or of any class of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, unless the net income of the Corporation (determined in accordance with generally accepted principles of accounting practice) available for the payment of dividends **for a** period of twelve consecutive calendar months within the fifteen calendar months immediately preceding such issuance, sale or disposition is at least equal to two times the annual dividend requirements of all outstanding shares of 4.60% Cumulative Preferred Stock-MI and of all other classes of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, including the shares proposed to be issued;

(iii) Issue, sell or otherwise dispose of any shares of 4.60% Cumulative Preferred Stock-MI or any other class of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, or create, issue, incur or otherwise obligate itself to pay any bonds or other indebtedness

maturing more than twelve months from the date when the Corporation became subject to the obligation to pay such indebtedness, if the sum of the capital represented by the shares of 4.60% Cumulative Preferred Stock-MI and of such other class or classes of stock thereafter outstanding is in excess of 75% of the sum of the principal amount of such bonds and such indebtedness thereafter outstanding, the aggregate amount of capital represented by all shares of stock of the Corporation thereafter outstanding and the earned surplus, capital surplus, paid-in surplus and premium on capital stock of the Corporation; or

(iv) Pay any dividends (other than dividends payable in junior stock) or make any other distribution of assets, by purchase of shares or otherwise, to the holders of junior stock, except out of earned surplus or if, at the time of declaration thereof or the making of such distribution, there shall not remain to the credit of earned surplus account, after deducting therefrom the amount of such dividend or distribution, an amount at least equal to the annual dividend requirement on all-shares of 4.60% Cumulative Preferred Stock-MI and of all other classes of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets outstanding at the time of such declaration or distribution, provided, however, that nothing herein contained shall prohibit or restrict the acquisition

of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of the sale of shares of junior stock.

For the purposes of the foregoing clauses (i), (ii), (iii) and (iv), no bonds or other evidences of indebtedness shall be deemed outstanding if provision has been made for the redemption or payment of said bonds or other evidences of indebtedness and, in any such case, funds sufficient for such redemption or payment shall have been set aside.

(h) (i) So long as any shares of the 4.60% Cumulative Preferred Stock-MI shall be outstanding, the Corporation shall, to the extent that shares are available for purchase, purchase during the twelve-month period ending June 30 of each year a number of shares. of the 4.60% Cumulative Preferred Stock-MI equal to 2% of the greatest number of shares of such stock at any one time outstanding prior to the commencement of such twelve-month period; provided, however, that in no event shall the Corporation be required to purchase shares having an aggregate par value in excess of the net income of the Corporation for the preceding calendar year, as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation, less the amount of all dividends (whether or not declared, and, if declared, whether or not paid) accrued during

such preceding calendar year on shares of 4.60% Cumulative Preferred Stock-MI and on any other shares having preference over the common stock of the Corporation either as to payment of dividends or distribution of assets and less the annual \$2.40 Series Purchase Fund requirements, if any, for the \$2.40 Cumulative Preferred Stock-MI and for the series of preferred stock issuable in series which has been designated as 5.16% Cumulative Preferred Stock-MI. Such purchases shall be made in the open market or at private sale in each case as the Corporation may in its discretion deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable not to exceed, as to any shares so purchased, \$50 per share (exclusive of any brokerage commissions or other similar expense payable by the purchaser with respect to each such purchase).

(ii) If as May 1 of each succeeding twelve-month period such maximum number of shares shall not have been so purchased, the Corporation as of said May 1 shall send to all holders of shares of 4.66% Cumulative Preferred Stock-MI of record as of a date within thirty days preceding said May 1 an invitation for tenders to be made on or before June 15 of shares of such stock for purchase by the Corporation at a price of not in excess of \$50 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall on or prior to June 30 accept (in whole or in part) that tender or those tenders offering shares at the

lowest price or prices (not in excess of \$50 per share) until the total number of shares of such stock purchased (whether on tenders or prior thereto) on or since the preceding July 1 is equal to the number of shares required to be purchased under paragraph (h) (i) above. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deem advisable.

(iii) All shares of 4.60% Cumulative Preferred Stock-MI purchased as provided in this subdivision (h) shall be retired and canceled and shall not be reissued.

(iv) So long as any shares of 4.60% Cumulative Preferred Stock-MI remain outstanding, no **dividend** shall be declared or paid by the Corporation on any junior stock (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount of shares hereinbefore required to be purchased shall have been so purchased; provided, however, that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of the sale of shares of junior stock.

(v) Except in so far as expressly provided herein with respect to purchases of shares of 4.60% Cumulative Preferred Stock-MI nothing contained in this subdivision (h) shall be deemed to affect or restrict the right of the Corporation to **purchase, or** otherwise acquire, and to sell or otherwise dispose of, other shares 4.60% Cumulative Preferred Stock-MI or other shares of stock of the Corporation.

(vi) Notwithstanding anything hereinabove in this subdivision (h) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of 4.60% Cumulative Preferred Stock-MI which may then be unlawful for it to make or which would constitute a default in any covenant or agreement contained in any mortgage or other indenture under which bonds or debentures issued or assumed by the Corporation are at the time outstanding.

(i) So long as any shares of the 4.60% Cumulative Preferred Stock-MI shall be outstanding, the Corporation shall not issue, sell or otherwise dispose of any shares of 4.60% Cumulative Preferred Stock-MI or of any class of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as **to** the payment of dividends and distribution of assets, unless, for a period of twelve consecutive calendar months within the **fifteen** calendar

months immediately preceding such issuance, sale or disposition, the net earnings of the Corporation, which shall be the balance remaining, if any, after deducting the aggregate of the operating expenses (including accruals for Federal taxes based on *income*) and charges to *expenses to* provide the renewals, replacements, depreciation and retirements from the aggregate of the operating revenues and the applicable net non-operating revenues, are at least equal to one and one-half times the annual dividend requirements of all outstanding shares of 4.60% Cumulative Preferred Stock-MI and of all other classes of stock over which the 4.60% Cumulative Preferred Stock-MI does not have preference as to the payment of dividends and distribution of assets, including the shares proposed to be issued, plus ~~the~~ annual interest requirements on all outstanding indebtedness for borrowed money.

5.16% Cumulative Preferred Stock-MI

There is established a series of the class Cumulative Preferred Stock-MI of the par value of \$50 per share, to be designated as "~~5.16%~~ Cumulative Preferred Stock-MI", to have the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, fixed and stated in these Restated Articles of Incorporation including the following:

- (a) The rate of dividend which the holders of shares of

such series shall be entitled to receive shall be \$2.58 per share per annum.

(b) The amount per share which the holders of shares of any such series shall be entitled to receive in case of redemption thereof shall be \$52.50, plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

(c) The number of shares of such series shall be 32,000.

(d) The preferential amounts payable on shares of such series in the event of (i) any voluntary liquidation, dissolution or winding up of the Corporation shall be \$52.50 per share, and **(ii) any** involuntary liquidation, dissolution or winding up of the Corporation shall be \$50.00 per share plus, in events (i) and (ii) an amount equal to all unpaid cumulative dividends accrued on such shares to the date when such payment shall be made available to the holders of shares of 5.16% Cumulative Preferred Stock-MI. In none of such events shall the shares of such series be entitled to any payment other than that so specified.

(e) The shares of such series are not convertible.

The series of Cumulative Preferred Stock-OH are established as follows:

\$2.20 Cumulative Preferred Stock-OH

There is hereby established a series of the class of Cumulative

Preferred Stock-OH without nominal or par value the designation and the express terms and provisions of which hereby are fixed as follows:

(a) The distinctive designation of such series shall be "\$2.20 Cumulative Preferred Stock-OH" and the number of shares initially constituting said series shall be 35,000;

(b) The rate of dividend payable on the \$2.20 Cumulative Preferred Stock-OH shall be \$2.20 per annum and no more and such dividends shall commence to accrue in the case of shares issued prior to the record date for the first dividend thereon, from and after December 1, 1946. Dividends on all shares of \$2.20 Cumulative **Preferred** Stock-OH, when and as declared by the Board of Directors, shall be payable quarterly on March 1, June 1, September 1, and December 1, in each year;

(c) The shares of such \$2.20 Cumulative Preferred Stock-OH shall be redeemable in whole or in part at \$52.50 per share, plus in each case a sum, in the case of each share equal to the unpaid accrued dividends on such share to the date fixed for redemption;

(d) In the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or payment shall be made to the holders of the common stock, the holders of the \$2.20 Cumulative Preferred Stock-OH shall be entitled to be paid out of the assets of the Corporation available for such purpose \$52.00 per share, plus a sum, in the case of each share, equal to the unpaid accrued

dividends on such share to and including the date fixed for such distribution or payment;

(e) In the event of any involuntary liquidation, dissolution or winding up of the affairs of the Corporation, then before any distribution or payment shall be made to the holders of the common stock, the holders of the \$2.20 Cumulative Preferred Stock-OH shall be entitled to be paid out of the assets of the Corporation available for such purpose \$50.00 per share, plus a sum, in the case of each share, equal to the unpaid accrued dividends on such share to and including the date fixed for such distribution or payment.

\$1.25 Cumulative Preferred Stock-OH

There is hereby established a series of Cumulative Preferred Stock-OH, to consist of 29,229 shares of such class, the designation and the express terms of which series are hereby fixed as follows:

(a) Such series shall be designated "\$1.25 **Cumulative** Preferred Stock-OH."

(b) The rate at which dividends shall be **paid on** the shares of such series shall be \$1.25 per share per annum, and no more, and dividends **at such** rate shall be cumulative.

(c) The quarterly dividend payment dates shall be January 1, April 1, July 1, and October 1.

(d) The prices at which the shares of such series may be redeemed are \$25.75 per share, plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

(e) The preferential amounts payable on shares of such series in the event of any voluntary liquidation, dissolution or winding up of the Corporation and in the event of any involuntary liquidation, dissolution or winding up of the Corporation shall be the sums of \$26.25, \$25.75 and \$25.00 per share, respectively, plus, in any such case, an amount equal to all unpaid cumulative dividends accrued thereon to the date when such payment shall be made available to the holders of shares of \$1.25 Cumulative Preferred Stock-OH. In none of such events shall the shares of such series be entitled to any payment other than that so specified.

(f) The \$1.25 Cumulative Preferred Stock-OH shall be entitled to the benefits of a Purchase Fund (hereinafter referred to as the "\$1.25 Series Purchase **Fund**") for the purchase of shares of such series, the terms and provisions of which shall be as follows:

(i) So long as any shares of the \$1.25 Cumulative Preferred Stock-OH shall be outstanding the Corporation shall on May 1 in each calendar year set aside in cash as and for a \$1.25 Series Purchase Fund for the purchase of shares of \$1.25 Cumulative Preferred Stock-OH an amount sufficient to purchase, at **\$25.00** per share, a number of shares of \$1.25 Cumulative Preferred Stock-OH equal to 2% of

the greatest number of shares of such stock at any one time theretofore outstanding; provided, however, that in no event shall the Corporation be required to set aside for the \$1.25 Series Purchase Fund an amount in any calendar year in excess of the net income of the Corporation for the preceding calendar year as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation, less the amount of all dividends (whether or not declared, and if declared, whether or not paid) accrued during such preceding calendar year on shares of Cumulative Preferred Stock-OH of the Corporation of all series and on any other shares having preference over the common stock of the Corporation either as to payment of dividends or as to distribution of assets.

(ii) Any amount so set aside in any calendar year for the \$1.25 Series Purchase Fund shall be applied by the Corporation, insofar as practicable, to the purchase during the twelve-month period ending on April 30 of the succeeding calendar year of shares of the \$1.25 Cumulative Preferred Stock-OH, in the open market or at private sale, in each case as the Corporation may in its discretion deem advisable and in each case at such price or prices as the Corporation may in its discretion deem advisable not to exceed, as to any shares so purchased, \$25.00 per share (exclusive of any brokerage commissions or other similar

expense payable by the purchaser with respect to each such purchase); provided, however, that in no event shall the Corporation be required by any of the provisions hereof to purchase in any such twelve-month period more than a maximum number of shares equal to 2% of the greatest number of shares of the \$1.25 Cumulative Preferred Stock-OH at any one time outstanding prior to the commencement of such twelve-month period.

(iii) If as of March 1 of such succeeding calendar year such maximum number of shares shall not have been so purchased out the \$1.25 Series Purchase Fund, the Corporation as of said March 1 shall send to all holders of shares of \$1.25 Cumulative Preferred Stock-OH of record as of a date within thirty days preceding said March 1 an invitation for tenders to be made on or before April 15 of shares of such stock for purchase by the Corporation at a price of not in excess of \$25.00 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall on or prior to April 30 accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$25.00 per share) until the amount in the \$1.25 Series Purchase Fund, so far as practicable, is exhausted or until the total number of shares of such stock purchased out the the \$1.25 Series Purchase Fund (whether on tenders or prior thereto) on or since the preceding May 1 is equal to 2% of the greatest

number of shares of such stock outstanding at any one time prior to such preceding May 1. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it deems advisable.

(iv) In the event that any balance of the amount set aside for the \$1.25 Series Purchase Fund shall not have been applied at or prior to the close of business on April 30 in any year to the purchase of shares of \$1.25 Cumulative Preferred Stock-OH, such balance shall, provided the Corporation is not then in default in the performance of its obligations hereunder with regard to the \$1.25 Series **Purchase Fund**, be returned to the general funds of the Corporation free and clear of any obligation on the part of the Corporation to apply the same either as and for any purchase fund or otherwise to the purchase of **shares of** \$1.25 Cumulative Preferred Stock-OH.

(v) All shares of \$1.25 Cumulative Preferred Stock-OH purchased through the operation of the \$1.25 Series Purchase Fund shall be retired and canceled and shall not be reissued.

(vi) So long as any shares of \$1.25 Cumulative Preferred Stock-OH remain outstanding, no dividend shall be declared or paid by the Corporation on any class of stock (referred to below as "junior stock") over which the

Cumulative Preferred Stock-OH has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the amount hereinbefore required to be set aside for the \$1.25 Series Purchase Fund shall have been so set aside; provided, however, that nothing herein contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received **by** the Corporation as proceeds of sale of shares of junior stock.

(vii) Except insofar as expressly provided with respect to purchases of shares of \$1.25 Cumulative Preferred Stock-OH through operation of the \$1.25 Series Purchase Fund, nothing 'contained in this subdivision (f) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$1.25 Cumulative Preferred Stock-OH or other shares of stock of the Corporation.

(viii) Notwithstanding anything hereinabove in this subdivision (f) contained to the contrary, the Corporation shall not at any time be required to make any purchase of shares of \$1.25 Cumulative Preferred Stock-OH which may then

be unlawful for it to make.

\$1.15 Cumulative Preferred Stock-OH

There is hereby established a series of Cumulative Preferred Stock-OH, to consist initially of 183,600 shares of such class, the designation and the express terms of which series are hereby fixed as follows:

(a) Such series shall be designated "\$1.15 Cumulative Preferred Stock-OH".

(b) The rate at which dividends shall be paid on the shares of such series shall be \$1.15 per share per annum, and no more, and dividends at such rate shall be cumulative from the date of original issue thereof.

(c) The quarterly dividend payment dates shall be September 1, December 1, March 1, and June 1.

(d) The price at which the shares of such series may be redeemed is \$25.25 per share, plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

(e) the preferential amount payable upon the shares of such series in the event of voluntary liquidation, dissolution or winding up of the Corporation an amount equal to the redemption price at the time of payment.

(f) The preferential amount payable upon the shares of such series in the event of involuntary liquidation, dissolution or windup of the Corporation is \$25.00 per share plus an amount

equal to all unpaid cumulative dividends accrued thereon to the date fixed for payment.

(g) the Corporation shall be obligated to purchase shares of the \$1.15 Cumulative Preferred Stock-OH upon the following terms and conditions:

(i) so long as any shares of the \$1.15 Cumulative Preferred Stock-OH shall be outstanding, if during the eleven months ending May 1 of each year the Corporation has not purchased, at not to exceed \$25.00 per share (exclusive of any of any brokerage commissions' or other similar expense payable by the purchaser with respect to each such purchase), an amount of \$1.15 Cumulative Preferred Stock-OH equal ~~to the~~ lesser of (a) the net income of the Corporation for the preceding calendar year, as determined in accordance with generally accepted principles of accounting practice by independent public accountants employed by the Corporation after deducting all preferred stock dividend requirements and after deducting the purchase fund requirements, if any, of previously issued and outstanding series of preferred stock, or (b) 2% of the greatest number. of shares of the \$1.15 Cumulative Preferred Stock-OH at any one time outstanding prior to each such period, the Corporation, as of said May 1, shall send to all holders-of shares of \$1.15 Cumulative Preferred Stock-OH of record as of a date within thirty days preceding said May 1 an invitation for tenders to be made on or before May 31 of shares of such ~~stock for~~ purchase by the Corporation at a price not in excess of

\$25.00 per share. Such tenders shall be subject to acceptance in whole or in part. The Corporation shall, on or prior to the first day of June, accept (in whole or in part) that tender or those tenders offering shares at the lowest price or prices (not in excess of \$25.00 per share) until the amount of \$1.15 Cumulative Preferred Stock-OH purchased by the Corporation (whether on tenders or prior thereto) since the preceding June 1 is equal to the lesser of **(a) or** (b) above. The Corporation may make such reasonable regulations with respect to such tenders and purchases pursuant thereto as it determines advisable.

(ii) all shares of \$1.15 Cumulative Preferred Stock-OH purchased by the Corporation hereunder shall be retired and canceled and shall not be reissued as shares of the \$1.15 Cumulative Preferred Stock-OH.

(iii) So long as any shares of \$1.15 Cumulative Preferred Stock-OH remain outstanding, no dividend shall be declared **or** paid by the Corporation on any class of stock (referred to below as "**junior** stock") over which-the Cumulative Preferred Stock-OH has a preference as to the payment of dividends or as to distribution of assets (other than dividends payable solely in shares of junior stock) nor shall any shares of junior stock be acquired by the Corporation for a valuable consideration unless and until, in either case, the Corporation shall have purchased the number of shares of \$1.15 Cumulative Preferred Stock-OH, as required by subparagraph (i); provided that nothing herein

contained shall prohibit or restrict the acquisition of shares of junior stock in exchange for other shares of junior stock or the acquisition of shares of junior stock with funds received by the Corporation as proceeds of sale of shares of junior stock.

(iv) except insofar as expressly provided with respect to purchases of shares of \$1.15 Cumulative Preferred Stock-OH hereunder, nothing contained in this paragraph (g) shall be deemed to affect or restrict the right of the Corporation to purchase or otherwise acquire, and to sell or otherwise dispose of, other shares of \$1.15 Cumulative Preferred Stock-OH or other shares of the Corporation.

(v) notwithstanding anything hereinabove contained in this paragraph (g) to the contrary, the Corporation shall not at any time ~~be~~ required to make any purchase of shares of \$1.15 Cumulative Preferred Stock-OH which may then be unlawful for it to make or which would constitute a default in any covenant or agreement contained in any mortgage or other indenture under which bonds or debentures issued or assumed by the Corporation are at the time outstanding.

(h) the shares of such series shall not have any privilege of conversion.

The series of Cumulative Preferred Stock-PA are established as follows:

52.10 Cumulative Preferred Stock-PA

The holders of shares of \$2.10 Cumulative Preferred Stock-PA shall be entitled to receive dividends thereon at the rate of, but never exceeding, \$2.10 per share per annum, payable quarterly on the first days of January, April, July and October in each year, but only out of such surplus or net earnings of the Corporation available for dividends as shall be made applicable to the payment of dividends by the Board of Directors. All such dividends shall be cumulative and shall be paid, or declared and set apart for payment, **pari** passu with the cumulative dividends on other **series** of preferred stock, for all elapsed quarterly periods before any dividends shall be paid on, or set apart for, the common stock. Dividends shall accrue on each share of the \$2.10 Cumulative Preferred Stock-PA from the dividend payment date next preceding its issue unless such share (A) is issued prior to the first dividend payment date fixed by the Board of Directors, in which event dividends thereon shall accrue from a date three months prior to the first dividend payment date, or (B) is issued on a dividend payment date, in which event dividends thereon shall accrue from the date of issue, or (C) is issued between the date of payment of a declared dividend on the \$2.10 Cumulative Preferred Stock-PA and the date of record specified for the determination of the stockholders to whom such dividend is payable, in which event dividends thereon shall accrue from the dividend payment date next succeeding its issue. In the event of any voluntary

liquidation, dissolution or winding up of the Corporation, the holders of \$2.10 Cumulative Preferred Stock-PA shall be entitled to be paid out of the assets of the Corporation, **pari passu** with the holders of all other series of preferred stock and without any preference of the shares of any series thereof over the shares of any other series thereof, the sum of \$56.50 per share and in the event of involuntary liquidation, dissolution, or winding up of the Corporation, shall be entitled to be paid \$52.50 per share and in either case in addition thereto, an amount equal to all unpaid dividends accrued thereon before any amount shall be distributed to the holders of the common stock. The Corporation, on the sole authority of its Board of Directors, shall have the right at any time or from time to time, to redeem and retire all or any part of the \$2.10 'Cumulative Preferred Stock-PA upon or by the payment to the holders thereof of \$56.60 per share, plus all unpaid accrued dividends thereon, **or** upon or by the setting aside for the benefit of such holders as hereinafter provided, of the moneys sufficient to make such payment. If less than all the outstanding shares of said \$2.10 Cumulative Preferred Stock-PA are called for redemption, the shares to be redeemed shall be chosen by lot in such a manner as the Board of Directors shall determine. If and when the Board of Directors shall elect to redeem any of said \$2.10 Cumulative Preferred Stock-PA, notice of the intention of the Corporation to redeem such stock specifying the date of redemption and, if less than all the

shares of the \$2.10 Cumulative Preferred Stock-PA are to be redeemed, stating the shares to be redeemed, shall be published once each week for three successive weeks in a newspaper of general circulation in the City of Erie, Pennsylvania, and in such other newspaper or newspapers of general circulation in such other place or places as the Board of Directors may designate, if any, the first publication in each instance to be not less than thirty days before such redemption date.

At any time after notice of redemption has been given to the holders of stock so to be redeemed, the Corporation may deposit the aggregate redemption price with some bank or trust Corporation named in such notice, payable on the date fixed for redemption as aforesaid and in the amounts aforesaid to the respective orders of the holders of the shares to to be.

redeemed, on endorsement to the Corporation, or otherwise, as may be required, and upon surrender of the certificates for such shares. Upon the deposit of said money, as aforesaid, or, if no such deposit is made, upon said redemption date (unless the Corporation defaults in **making payment** of the redemption price as set forth in such notice), such holders shall cease to be stockholders with respect to said shares, and from and after the making of said deposit, or, if no such deposit is made, after the redemption date (the Corporation not having defaulted in making payment of the redemption price as set forth in such notice), the said holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive said moneys without interest, on the

date fixed for redemption as aforesaid from said bank or trust Corporation, or, if no such deposit is made, from the Corporation, without interest thereon, upon endorsement, if required, and surrender of the certificates as aforesaid.

In case the holder of any such \$2.10 Cumulative Preferred Stock-PA shall not, within six years after said deposit, claim the amount deposited as above stated for the redemption thereof, the depositary shall upon demand pay over to the Corporation such amounts so deposited and the depositary shall thereupon be relieved from all responsibility to the holder thereof. No interest on such deposit shall be payable to any such holder.

The redemption or retirement of any shares of the preferred stock shall not be deemed to reduce the authorized number of shares of stock or the authorized capital stock of the Corporation. No holder of shares of \$2.10 Cumulative Preferred Stock-PA, now or hereafter authorized, shall have any preemptive or preferential rights of subscription for, or purchase of, any shares of any class of stock of the Corporation now or hereafter authorized. No holders of any share belonging to the class of preferred stock shall be entitled to vote on any question (whether of merger, consolidation and/or sale of all or substantially all of the assets of the Corporation), **except as** otherwise provided hereinafter or by law and except that should any dividend on any share of preferred stock at any time outstanding be not paid when payable and remain so unpaid for a

period of one year, then and so long as such dividend or any **part thereof** shall remain unpaid, the holder of such share shall have the same voting power as belongs to a share of common stock. The Corporation shall not take any of the following actions without the affirmative favorable vote of at least a majority of the shares of the preferred stock outstanding, irrespective of series, or if at least **33-1/3%** of the outstanding shares of preferred stock, irrespective of series, vote against the taking of such action:

(I) create or increase any class of shares preferred as to dividends or assets over the preferred stock or change the rights and preferences of the preferred stock; (II) issue, sell or otherwise dispose of any shares of preferred stock of any series or any shares of stock ranking equally with or senior to the preferred stock unless the net income of the Corporation available for the payment of dividends for a period of twelve consecutive months within the fifteen calendar months immediately preceding such issue, sale or disposal shall have been at least two times the annual dividend requirements of all outstanding shares of stock ranking equally therewith or senior thereto, including the shares proposed **to** be issued, sold or otherwise disposed of; (III) issue, sell or otherwise dispose of any shares of preferred stock of any series or any shares of stock ranking equally with or senior to the preferred stock or incur any indebtedness having a maturity of more than twelve months from the date the indebtedness was incurred by the Corporation if the sum of the capital represented by shares of

such classes thereafter outstanding and the principal amount of such indebtedness thereafter outstanding is more ~~than~~ 77% of the sum of the capital represented by all shares of capital stock thereafter outstanding including premium on capital stock, if any, and the principal amount of such indebtedness; or (IV) pay any dividends (other than dividends paid in, or presently thereafter repaid to the Corporation, for, or as capital contribution with respect to, stock junior to the preferred stock) or make any other distribution by purchase of shares or otherwise on shares of stock junior to the preferred stock except out of the earned surplus or if, at the time of the declaration of such dividends or the making of such distribution; there shall not remain to the credit of earned surplus account, after deducting such dividends and distribution, an amount at least equal to two times the annual dividend requirements of all outstanding shares of preferred stock and of all classes of stock ranking equally therewith or senior thereto. The term **"outstanding"** whenever used herein with respect to shares of preferred stock or of any other kind of stock which are by their terms redeemable, or with respect to bonds or other evidences of indebtedness **shall not** include any such shares or bonds or evidences of indebtedness which have been called for redemption in accordance with the provisions applicable thereto, of which call for redemption notice shall have been given, as required by such provisions and for the redemption of which a sum of money sufficient to pay the amount payable on such redemption shall have been deposited by the

Corporation with a bank or trust corporation, irrevocably in trust for such purpose, or any bonds or other evidence of indebtedness for the payment of which at maturity provision has been made in a similar manner. Subject to the foregoing restrictions, the preferred stock may be increased from time to time in the manner provided by law and any such increases of preferred stock may be issued with such par or without nominal or par value and with such designations, rights, privileges, limitations and preferences, or prohibitions, restrictions or qualifications of such rights and upon such terms as to redemption and convertible or not into any other class of stock as may be approved and adopted by the Board **of Directors** or **stockholders** in the manner provided herein and by law.

\$2.25 Cumulative Preferred Stock-PA

The holders of shares of \$2.25 Cumulative Preferred Stock-PA shall be entitled to receive dividends thereon at the rate of, but never exceeding \$2.25 per share per annum, payable quarterly on the first days of March, June, September and December in each year, but only out of such surplus or net earnings of the Corporation available for dividends as shall be made applicable to the payment of dividends by the Board of Directors. All such dividends shall be cumulative and shall be paid, or declared and set apart for payment, **p**ari passu with the cumulative dividends on other series of preferred stock, for all elapsed quarterly periods before any dividends shall be paid on or set apart for,

the common stock. Dividends shall accrue on each share of \$2.25 Cumulative Preferred Stock-PA from the dividend payment date next preceding its issue unless such share (A) is issued prior to the first dividend payment date fixed by the Board of Directors, in which event dividends thereon shall accrue from a date three months prior to the first dividend payment date, or (B) is issued on a dividend payment date, in which event dividends thereon shall accrue from the date of issue, or (C) is issued between the date of payment of a declared dividend on the \$2.25 Cumulative Preferred Stock-PA and the date of record specified for the determination of the stockholders to whom such dividend is payable, in which event **dividends thereon** shall accrue from the dividend payment date next succeeding its issue. In the event of any voluntary liquidation, dissolution or winding up of the Corporation, the holders of \$2.25 Cumulative Preferred Stock-PA shall be entitled to be paid out of the assets of the Corporation, **pari passu** with the holders of all other series of preferred stock and without any preference of the shares of any series thereof over the shares of any other series thereof, the sum of \$50.00 per share, and in the event of involuntary liquidation, dissolution or winding up of the Corporation, plus in any such case an amount equal to all unpaid dividends accrued thereon before any amount shall be distributed to the holders of the common stock. The Corporation, on the sole authority of its Board of Directors, shall have the right at any time or from time to time, to redeem and retire all or any part of the \$2.25 Cumulative Preferred Stock-PA upon or by

the payment to the holders thereof of \$51.50 per share, plus all unpaid accrued dividends thereon, or upon or by the setting aside for the benefit of such holders, as hereinafter provided, of the moneys sufficient to make such payment. If less than all the outstanding shares of said. \$2.25 Cumulative Preferred Stock-PA are called for redemption, the shares to be redeemed shall be chosen by lot in such a manner as the Board of Directors shall determine. If and when the Board of Directors shall elect to redeem any of said \$2.25 Cumulative Preferred Stock-PA, notice of the intention of the Corporation to redeem such stock specifying the date of redemption and, if less than all the shares of the \$2.25 Cumulative Preferred Stock-PA are to be redeemed,, stating the shares to be redeemed, shall be published once each week for three successive weeks in a newspaper of general circulation in the City of Erie, Pennsylvania, and in such other newspaper or newspapers of general circulation in such other place or places as the Board of Directors may designate. The first publication in each instance to be not less than thirty days before such redemption date.

At any time after notice of redemption has been given to the holders of stock to be redeemed as aforesaid the Corporation may deposit the aggregate redemption price with some bank or trust company named in such notice, payable on the date fixed for redemption as aforesaid and in the amounts aforesaid to the respective orders of the holders of the shares so to be redeemed,, on endorsement to the Corporation, or otherwise, as

may be required, and upon surrender of the certificates for such shares. Upon the deposit of said money, as aforesaid, or, if no such deposit is made, upon said redemption date (unless' the Corporation defaults in making payment of the redemption price as set forth in such notice), such holders shall cease to be stock holders with respect to said shares, and from and after the making of said deposit, or, if no such deposit is made, after the redemption date (the Corporation not having defaulted in making payment of the redemption price as set forth in such notice), the said holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive said moneys without interest, on the date fixed for redemption as aforesaid from said bank or trust company, or, if no such deposit is made, from the Corporation, without interest thereon, upon endorsement, if required, and surrender of the certificates as aforesaid.

In case the holder of any shares of \$2.25 Cumulative Preferred Stock-PA shall not, within six years after said deposit, claim the amount deposited as above stated for the redemption thereof, the depositary shall upon demand pay over to the Corporation such amounts so deposited and the depositary shall there-upon be relieved from all responsibility to the holder thereof.

No interest on such deposit shall be payable to any such holder.

The redemption or retirement of any shares of the preferred stock shall not be deemed to reduce the authorized number of

shares of stock or the authorized capital stock of the Corporation. No holder of shares of \$2.25 Cumulative Preferred Stock-PA, now or hereafter authorized, shall have any preemptive or preferential rights of subscription for, or purchase **of**, any shares of any class of stock of the Corporation now or hereafter authorized.

Except as hereinabove set forth the designations, rights, privileges, limitations, preferences and voting powers of the shares of the series of \$2.25 Cumulative Preferred Stock-PA of the Corporation, and the prohibitions, restrictions or qualifications of such voting or other rights and powers, are the same as those of the series of \$2.10 Cumulative Preferred Stock-PA.

The series of Cumulative Preferred Stock-WI are established as follows:

\$5.00 Cumulative Preferred Stock-WI

There is hereby established a series of the class of Cumulative Preferred Stock-WI, to consist of 26,071 shares thereof, to have the preferences, limitations and relative rights fixed and stated in these Articles and to have the following relative rights and preferences not so fixed and stated:

- a. Shares of such series shall be designated \$5.00

Cumulative Preferred Stock-WI;

- b. The rate at which dividends shall be paid on the shares of such series shall be \$5.00 per share per annum, and no more, payable quarterly or half-yearly, in the discretion of the Board of Directors; and
- c. The price at which the shares of the stock of such series may be redeemed shall be \$110.00 per share plus an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

\$4.50 Cumulative Preferred Stock-WI

There is hereby established a series of the class of Cumulative Preferred Stock-WI, to consist of 7,453 shares thereof, to have the preferences, limitations and relative rights fixed and stated in these Articles and to have the following relative rights and preferences not so fixed and stated:

- a. Shares of such series shall be designated \$4.50 Cumulative Preferred Stock-WI;
- b. The rate at which dividends shall be paid on the shares of such series shall be \$4.50 per share per annum, and no more, payable quarter-yearly on the first day of January, April, July, and October in each year; and

- c. The price at which the shares of stock of such series of the class \$4.50 Cumulative Preferred Stock-WI may be redeemed shall be \$101 per share, plus in each case, an amount equal to all unpaid cumulative dividends accrued thereon to the date fixed for redemption.

ARTICLE 7

Provisions pertaining to all classes and series **of** preferred stock.

Shares of all classes of preferred stock shall be equal as to priority to assets and dividends, and no share of preferred stock shall be preferred over any other share of preferred stock as to assets or dividends except that the rate of dividends may vary among classes and series.

All classes of preferred stock may be issued in such additional series as shall from time to ~~time~~ be established and authorized to be issued by resolution of the Board of Directors of the Corporation and authority is hereby expressly vested in the Board of Directors, subject to any restrictions herein or by law provided, to determine the relative rights, preferences, limitations and restrictions (other than voting rights) of each series, by resolution or resolutions adopted prior to the issuance of any of the shares of such series. Without limiting the

generality of the foregoing the Board of Directors is hereby expressly authorized in such resolution or resolutions to fix the designation of the shares of such series, the rate of dividend payable in respect of such shares and the time and manner (whether in cash or in stock of any class of the Corporation) of the payment of such dividends, the price at which such shares may be redeemed, and the **amount which** the holders of such shares shall be entitled to receive upon **the** dissolution or winding up of the Corporation and, at the discretion **of** the Board of Directors, to make such shares convertible into or exchangeable for shares of any other class or shares of any other series of the same class of the Corporation at such price or prices, with such rates of exchange and with such adjustments as shall be stated in such resolution or resolutions. The number of shares of any series as fixed by the resolution or resolutions creating and authorizing the issuance of such series may be increased or decreased from time to time by resolution of the Board of Directors.

Dividends on all classes of preferred stock and of all series (except where otherwise specifically provided by the resolution creating such series) shall be cumulative and shall be payable quarterly or half yearly in the discretion of the Board of Directors of the Corporation but only out of such surplus or net earnings of the Corporation available for dividends as shall be made applicable to the payment of dividends by the Board of Directors. Dividends on all shares of preferred stock of all classes and of all series shall be payable in

preference to any dividends on the common stock and no dividends shall be paid on the common stock unless and until all cumulative dividends payable on the preferred stock for all elapsed dividend periods shall have been paid in full or declared and set apart for payment. Dividends on each share of preferred stock shall commence to accrue on the first day of the dividend payment period for said share on which such share was issued, provided that if the Board of Directors shall declare a dividend upon the outstanding stock of the class or series to which such share belongs payable on a specified dividend payment date to the stockholders of record on a specified date prior to such dividend, payment date and such share shall be issued between such two dates or on such specified dividend payment date, then dividends on such share shall commence to accrue on such specified dividend payment date. No accumulations of dividends shall bear interest..

In the event of any liquidation, dissolution or winding up of the Corporation, the holders of preferred stock of all series shall be entitled to be **paid** out of the assets available for such purpose amounts to which they are, respectively, entitled under the provisions of these articles or the resolution providing for the issue of such shares before any amount shall be paid out of such assets to the holders of the common stock. In the event the assets of the Corporation available for such purposes are insufficient to make payment in full to the holders of the preferred stock, such assets shall be distributed to the holders of the preferred stock ratably in accordance with the

several amounts to which they are respectively entitled. After the payment in full to the holders of the preferred stock of their distributive amounts, the remaining assets available for distribution shall be distributed the common stockholders ratably accordingly to the number of shares held by each.

The Corporation, by action of its Board of Directors, may redeem the whole or any part of any series of the preferred stock at any time or from time to time, at the redemption price of the shares of the particular series fixed **therefor** as herein provided. Notice of every such redemption shall be given by publication at least once each week for three successive weeks in a daily newspaper printed in the English language and of general circulation in the Borough of Manhattan, the City of New York, and at least once each week for three successive weeks in a daily newspaper printed in the English language and of general circulation in Chicago, Illinois, the first publication cation in such newspapers to be at least **thirty** (30) days and not more than ninety (90) days prior to the date fixed for such redemption. In case of the redemption of a part only of any series of the preferred stock **at the** time outstanding, the shares of preferred stock to be redeemed shall be selected by lot, in such manner as the Board of Directors shall determine, by a bank or trust company selected for that purpose by the Board of Directors. The Board of Directors **shall have** full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which and the terms and conditions upon which the shares of the preferred stock

shall be redeemed from time to time. The Corporation may, upon giving notice by publication of any such redemption as hereinbefore provided or upon giving to the bank or trust company hereinafter referred to irrevocable authorization to give such notice by publication and, at any time prior to the redemption date specified in such notice, depositing in trust for the account of the holders of the shares to be redeemed so as to be and continue to be available therefor, funds necessary for such redemption with a bank or **trust** company in good standing, organized under the laws of the United States of **America** or the States of Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Nebraska, Ohio, Pennsylvania, Wisconsin or New York having capital, surplus and undivided profits aggregating at least **\$5,000,000** and designated in such notice of redemption. Upon such deposit in trust, all shares with respect to which such deposit shall have been made, shall from and after the date fixed for redemption and notwithstanding that any certificate for such shares shall not have been surrendered for cancellation, no longer be deemed to be outstanding; and all rights with respect to such shares so called for redemption shall forthwith cease and terminate, except only the right of the holders thereof to receive, out of the funds so deposited in trust, from and after the date of such deposit, the amount payable upon the redemption thereof, without interest, and notice of such right shall be included in the notice of redemption hereinabove provided for. In case the holder of shares of the preferred stock which shall have been redeemed

shall not within six years of the date of redemption thereof or the date of such deposit **with** a bank or trust company, whichever is earlier, claim the amount so set aside or deposited in trust, as the case may be, for the redemption of such shares, such bank or trust company shall, upon demand, pay over to the Corporation any such unclaimed amount so deposited with it and shall thereupon be relieved of of all responsibility in respect thereof and the Corporation shall not be required to hold the amount so paid over to **it**, or any amount so set aside by it for the redemption of such shares, separate and apart from its other funds, and thereafter the holders of such shares of preferred stock shall look only to the Corporation for payment of the redemption price thereof, without interest. All or any shares of the preferred stock at any time redeemed, purchased or acquired by the Corporation may thereafter, in the discretion of the Board of Directors, be reissued or otherwise disposed of at any time or **from time** to time to the extent and in the manner now **or** hereafter permitted by law, subject, however, to the limitations herein imposed upon' the issue of preferred stock.

Except as otherwise provided by law or by these Articles all voting rights and powers shall be vested in the common stock of the Corporation. Except as otherwise provided herein or by law, no share of preferred stock of the Corporation shall be entitled to any voting rights or powers under any conditions, whether on questions of merger, consolidation and sale of all or substantially all of the assets of the Corporation, or

otherwise; provided, that whenever dividends payable on any preferred stock outstanding shall be in default in an amount equivalent to four full quarter-yearly dividends (two full quarter-yearly dividends for the class of Cumulative Preferred Stock-WI) and until all dividends on such preferred stock in default have been paid or declared and set aside for payment, the holders of such preferred stock shall be entitled to the same voting powers in respect of such preferred stock as belong to the holders of common stock, but upon the payment of all such dividends in default such voting power of such preferred stock shall cease; and provided further that so long as any shares of the preferred stock are outstanding and whether or not full voting power shall at the time be vested in the holders of the preferred **stock** as hereinabove provided, the Corporation shall not take any action specified in clauses (a), (b), (c), or (d) following without the affirmative vote in favor of the taking of such action by the holders of at least a majority of the shares of preferred stock at the time outstanding or if the holders of 33 1/3% of such shares of **preferred stock** vote against the taking of such action:

(a) Adopt an amendment to its Articles of Incorporation if such amendment would either (i) create any class of shares preferred as to dividends or assets over the preferred stock, of (ii) change the rights **and preferences** of the then outstanding preferred stock; provided, however, that nothing in this clause (a) contained shall authorize the adoption of any amendment of the Articles of Incorporation by the vote of the holders of a

less number of shares of preferred stock or of any other class of stock, or of all classes of stock, than is required for the adoption of such amendment by the laws of the State of Wisconsin at the time applicable thereto;

(b) Issue, sell or otherwise dispose of any shares of preferred stock or of any other class of stock over which the preferred stock does not have preference as to the payment of dividends and as to assets, unless the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance, sale or disposition of such stock is at least equal to two times the annual dividend requirements of all outstanding shares of preferred stock and of all other classes of stock over which the preferred stock does not have preference as to the payment of dividends and as to assets, including the shares proposed to **be** issued, and the annual interest requirements on all outstanding indebtedness for borrowed money;

(c) Create, issue, sell or otherwise dispose of any shares of preferred stock or of any other class of stock over which the preferred stock does not have preference as to the payment of dividends and as to assets, or create, issue, incur or otherwise obligate itself to pay any bonds or other indebtedness maturing more than twelve months from the date when the Corporation became subject to the obligation to pay such indebtedness, if the sum of capital represented by the shares of preferred stock and of such other class or classes of stock thereafter

outstanding and the principal amount of bonds and such indebtedness thereafter outstanding is in excess of 75% (77% for the class of Cumulative Preferred Stock-PA) of the sum of the principal amount of the bonds and such indebtedness thereafter outstanding and the aggregate amount of capital represented by all shares of capital stock of the Corporation thereafter issued and outstanding; or

(d) Pay any dividends (other than dividends paid in, or presently thereafter repaid to the Corporation for or as a capital contribution with respect to, stock over which the preferred stock has preference as to payment of dividends and as to assets) or make any other distribution of assets, by purchase of shares ~~or~~ otherwise, to the holders of common stock or any other class of stock over which the preferred stock has preference as to payment of dividends or as to assets, except out of earned surplus or if, at the time of declaration thereof of the making of such distribution, there shall not remain to the credit of earned surplus account, after deducting therefrom the amount of such dividend and distribution, an amount at least equal to two times the annual dividend requirements of all the shares of preferred stock and of all other classes of stock over which the preferred stock does not have preference as to the payment of dividends and as to assets, outstanding at the time of such declaration or distribution.

The term "outstanding," whenever used herein with respect to shares of preferred stock or of any other class of stock which are by their terms redeemable, or with respect to bonds or other

indebtedness, shall not include any such shares or bonds or other indebtedness which have been called for redemption in accordance with the provisions applicable thereto, of which call for redemption notice shall have been given as required by such provisions and for the redemption of which a sum of money sufficient to pay the amount payable on such redemption shall have been deposited with a bank or trust company, irrevocably in trust for such purpose, or any bonds or other indebtedness for the payment of which at maturity provision has been made in a similar manner.

The term "capital represented **by**" whenever used herein 'with respect to shares of stock of the Corporation shall **mean at** any time the amount then held and recorded or accounted for as capital with respect to said shares.

ARTICLE 8

No holder of shares of stock, whether common or preferred, of this Corporation shall have any preemptive or preferential rights of subscription or purchase of any shares of any class of stock of the Corporation, whether now or hereafter authorized, but any and all shares of the capital stock, whether common or preferred, and whether now or hereafter authorized, may, in the discretion of the Board of Directors, be offered and disposed of and issued from time to time, in such manner and to such persons, whether stockholders or not, and for such corporate purposes as may be determined by the Board of Directors of the

Corporation and without first being offered to the stockholders.

Shares without par value of any class of stock or series thereof may be issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors.

The stated capital of this Corporation **at the** date of filing these articles is at least \$1,000.00.

ARTICLE 9

The number of directors of this Corporation shall be fixed by the bylaws of the Corporation.

The natural persons who will serve as the initial directors are:

Earl A. Goode, 19845 North U.S. 31, Westfield, IN 46074

Dale E. Sporleder, 19845 North U.S. 31, Westfield, IN **46074**

Roger L. **Utzing**er, **19845** North U.S. 31, Westfield, IN 46074

ARTICLE 10

These articles may be amended in the manner authorized by law at the time of amendment.

ARTICLE 11

The Board of Directors is not authorized to act under Section **180.602(1)** Wisconsin Statutes.

ARTICLE 12

The name and address of the incorporator is:

Name

Address

William H. Keating

19845 North U.S. 31
P. O. Box 407
Westfield, IN 46074

Executed in duplicate on the 17th day of - June 1992.



WILLIAM H. KEATING

This document was drafted by William H. Keating.